

**MOSS & KALISH, PLLC**

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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:

RESIDENTIAL CAPITAL, LLC, *et al.*,

Debtors.

)  
) Case No. 12-12020 (MG)  
)

) Chapter 11  
)

) Jointly Administered  
)  
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**FEDERAL HOME LOAN MORTGAGE CORPORATION'S LIST OF POTENTIAL  
WITNESSES AND POTENTIAL EXHIBITS FOR HEARING ON DEBTORS' MOTION  
PURSUANT TO FED R. R BANKR. P. 9019 FOR APPROVAL OF THE SETTLEMENT  
AGREEMENT AMONG THE DEBTORS, FGIC, THE FGIC TRUSTEES AND  
CERTAIN INSTITUTIONAL INVESTORS**

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Federal Home Loan Mortgage Corporation in conservatorship (“Freddie Mac”),<sup>1</sup> by and through its undersigned counsel, hereby submits the following list of potential witnesses and potential exhibits in support of its objection (Docket No. 4406), dated July 29, 2013, to *Debtors’ Motion Pursuant to Fed. Bankr. P. 9019 for Approval of the Settlement Agreement among the Debtors, FGIC, the FGIC Trustees and Certain Institutional Investors* (the “Motion”) (Docket No. 3929), dated June 7, 2013, which is set for hearing on August 16 and 19, 2013

**ADVERSE WITNESS LIST**<sup>2</sup>

1	John S. Dubel
2	Mary L. Sohlberg
3	Mamta K. Scott
4	Robert H. Major
5	Lewis Kruger
6	S.P Kothari
7	Ron D’Vari
8	Jeffrey A. Lipps
9	Allen M. Pfeiffer
10	Marcelo Messer

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<sup>1</sup> On September 6, 2008, the Director of the Federal Housing Finance Agency (the “FHFA”) placed Freddie Mac into conservatorship pursuant to express authority granted under the Housing and Economic Recovery Act of 2008 to preserve and conserve Freddie Mac’s assets and property. As Conservator, FHFA immediately succeeded to “all rights, titles, powers and privileges” of Freddie Mac. *See* 12 U.S.C. § 4617(b)(2)(A)(i). This pleading does not constitute submission to this Court’s jurisdiction by the FHFA.

<sup>2</sup> Freddie Mac reserves the right to update, supplement, or amend this list of exhibits and adverse witnesses for any reason.

**EXHIBIT LIST**<sup>3</sup>

<b><u>EXHIBIT</u></b>	<b><u>DESCRIPTION</u></b>
FM-1	Transcript of Deposition of John S. Dubel, dated July 10, 2013.
FM-1A	Disclosure Statement for Plan of Rehabilitation for Financial Guaranty Insurance Company, dated September 27, 2012, <b>attached as Exhibit 1 of Dubel Deposition Transcript.</b>
FM-1B	Plan Approval Order, Supreme Court of the State of New York, dated June 11, 2013, <b>attached as Exhibit 2 of Dubel Deposition Transcript.</b>
FM-1C	Affidavit of Michael W. Miller, in Further Support of Approval of First Amended Plan of Rehabilitation, dated December 12, 2012, <b>attached as Exhibit 3 of Dubel Deposition Transcript.</b>
FM-1D	Exhibit 2, Settlement Agreement entered into on May 23, 2013 by Residential Capital, LLC, <b>attached as Exhibit 4 of Dubel Deposition Transcript.</b>
FM-1E	Affidavit of John S. Dubel, dated December 12, 2012, <b>attached as Exhibit 5 of Dubel Deposition Transcript.</b>
FM-1F	Affidavit of Gina Healy in Support of Objection of Federal Home Loan Mortgage Corporation to the Commutation of Certain FGIC Policies and Certain Findings of Fact Sought by Rehabilitator of Financial Guaranty Insurance Company Set Forth in Affirmation Dated May 29, 2013, dated July 16, 2013, <b>attached as Exhibit 1 of Healy Deposition Transcript.</b>
FM-2	Transcript of Deposition of Gina Healy, dated July 17, 2013
FM-2A	First Set of Joint Document Requests of RMBS Trustees to Federal Home Loan Mortgage Corporation, dated June 23, 2013, <b>attached as Exhibit 2 of Healy Deposition Transcript.</b>
FM-2B	Notice of Deposition of Federal Home Loan Mortgage Corporation, dated June 26, 2013, <b>attached as Exhibit 3 of Healy Deposition Transcript.</b>
FM-2C	Objection of Federal Home Loan Mortgage Corporation to Notice of Deposition of RMBS Trustee, dated June 28, 2013, <b>attached as Exhibit 4 of Healy Deposition Transcript.</b>
FM-2D	Notice of Hearing on Debtors' Motion Pursuant to Fed.R.Bankr.P. 9019 for Approval of the Settlement Agreement Among the Debtors, FGIC, the FGIC Trustees and Certain Institutional Investors, dated June 7, 2013, <b>attached as Exhibit 5 of Healy Deposition Transcript.</b>
FM-2E	Peter Goodman (McKool Smith, PC) Letter to Judge Hon. Doris Ling-Cohan concerning the Motion of the Rehabilitator of FGIC to approve settlement agreement, dated July 3, 2013, <b>attached as Exhibit 6 of Healy Deposition Transcript.</b>

<sup>3</sup> Freddie Mac reserves the right to use as evidence any exhibit submitted by any other party in connection with the Motion. Freddie Mac reserves the right to update, supplement, or amend this list of exhibits and adverse witnesses for any reason.

<u><b>EXHIBIT</b></u>	<u><b>DESCRIPTION</b></u>
FM-2F	Marc Abrams (Wilkie Farr & Gallagher LLP) Letter to Martin Bunin, William Hao, John Weitnauer (Alston Bird LLP), William Munno (Seward & Kissel LLP) and Glen Siegel (Dechert LLP) regarding the proposed settlement agreement, dated July 11, 2013, <b>attached as Exhibit 7 of Healy Deposition Transcript.</b>
FM-2G	Residential Capital, LLC Plan and Disclosure Statement, dated November 18, 2012, <b>attached as Exhibit 8 of Healy Deposition Transcript.</b>
FM-2H	Notice of Appearance and Demand for Service of Papers, dated May 14, 2012, <b>attached as Exhibit 9 of Healy Deposition Transcript.</b>
FM-2I	Gary T. Holtzer Affirmation in support of the motion by the Rehabilitator for the Proposed Plan Approval Order, dated September 27, 2012, <b>attached as Exhibit 10 of Healy Deposition Transcript.</b>
FM-2J	Official Website for the Article 74 Rehabilitation Proceeding for Financial Guaranty Insurance Company ('FGIC'), <b>attached as Exhibit 11 of Healy Deposition Transcript.</b>
FM-2K	RESERVED
FM-2L	Order Appointing Mediator, dated December 26, 2012, <b>attached as Exhibit 13 of Healy Deposition Transcript.</b>
FM-2M	RESERVED
FM-2N	Stipulation and Order Relating to the Assumption and Assignment of Certain Agreements of Freddie Mac Pursuant to Section 365 of the Bankruptcy Code and Related Relief, dated February 6, 2013, <b>attached as Exhibit 15 of Healy Deposition Transcript.</b>
FM-2O	Notice of Examiner's Intention to File Report on May 10, 2013, dated May 8, 2013, <b>attached as Exhibit 16 of Healy Deposition Transcript.</b>
FM-2P	Gary T. Holtzer Affirmation in support of the motion by the Rehabilitator for an order pursuant to Section 7428 of the New York Insurance Law, dated May 29, 2013, <b>attached as Exhibit 17 of Healy Deposition Transcript.</b>
FM-2Q	Order to Show Cause (Motion Sequence No. 016), dated May 29, 2013, <b>attached as Exhibit 18 of Healy Deposition Transcript.</b>
FM-2R	Notice of Hearing on Debtors' Motion Pursuant to Fed.R.Bankr.P. 9019 for Approval of the Settlement Agreement Among the Debtors, FGIC Trustees and Certain Institutional Investors, dated June 7, 2013, <b>attached as Exhibit 19 of Healy Deposition Transcript.</b>
FM-2S	Joinder of Federal Home Loan Mortgage Corporation to Monarch Alternative Capital LP and Stonehill Capital Management LLC's Reservation of Rights with Respect to Debtors' Motion for and Order Under Bankruptcy Code Sections 105(A) and 363(B) Authorizing Debtors to Enter Into and Perform Under a Plan Support Agreement with Ally Financial Inc., the Creditors' Committee, and Certain Consenting Claimants, dated June 19, 2013, <b>attached as Exhibit 20 of Healy Deposition Transcript.</b>
FM-2T	Objection of Federal Home Loan Mortgage Corporation to the Commutation of Certain FGIC Policies and Certain Findings of Fact Sought by Rehabilitator of Financial Guaranty Insurance Company Set Forth in Affirmation Dated May 29,

<u><b>EXHIBIT</b></u>	<u><b>DESCRIPTION</b></u>
	2013, dated July 16, 2013, <b>attached as Exhibit 21 of Healy Deposition Transcript.</b>
FM-3	Transcript of Deposition of Robert Major, dated July 17, 2013.
FM-3A	Notice of Deposition of the Bank of New York Mellon Trust Company, N.A., dated July 10, 2013, <b>attached as Exhibit 1 of Major Deposition Transcript.</b>
FM-3B	Declaration of Robert H. Major, dated June 10, 2013, <b>attached as Exhibit 2 of Major Deposition Transcript.</b>
FM-3C	Order Granting Debtors' Motion Pursuant to Fed.R.Bankr.P. 9019 for Approval of the Settlement Agreement Among the Debtors, FGIC, the Trustees and the Institutional Investors, filed June 7, 2013, <b>attached as Exhibit 3 of Major Deposition Transcript.</b>
FM-3D	Glenn Siegel email to Robert Major regarding ResCap/FGIC Commutation Proposal, D&P Summary, dated May 8, 2013, <b>attached as Exhibit 4 of Major Deposition Transcript</b>
FM-3E	Residential Capital, LLC FGIC Commutation Proposal Discussion Materials by Duff & Phelps, dated May 15, 2013, <b>attached as Exhibit 5 of Major Deposition Transcript.</b>
FM-3F	Affidavit of Michael W. Miller in further Support of Approval of First Amended Plan of Rehabilitation, dated December 12, 2012, <b>attached as Exhibit 6 of Major Deposition Transcript.</b>
FM-3G	Robert Major Email to Gerard Facendola regarding ResCap: FGIC Settlement Agreement, dated May 23, 2013, <b>attached as Exhibit 7 of Major Deposition Transcript.</b>
FM-3H	Disclosure Statement for Plan of Rehabilitation for Financial Guaranty Insurance Company, dated September 21, 2102, <b>attached as Exhibit 8 of Major Deposition Transcript.</b>
FM-3I	Oder to Show Cause and Affirmation of Gary T. Holtzer in support of the motion by the Rehabilitator for an order pursuant to Section 7428 of the New York Insurance Law, dated May 29, 2013 <b>attached as Exhibit 9 of Major Deposition Transcript.</b>
FM-3J	Confidentiality Agreement entered into by the Federal Home Loan Mortgage Corporation, dated January 14, 2013, <b>attached as Exhibit 10 of Major Deposition Transcript.</b>
FM-3K	Robert Major Email to Jennifer Provenzano regarding ResCap: Near-Final FGIC Settlement Agreement, dated May 22, 2013 <b>attached as Exhibit 11 of Major Deposition Transcript.</b>
FM-3L	Glenn Siegel Email to Michael Carney, Peter Goodman, et al. regarding FGIC- Allocation of Payment Amount that will be allocated to each Trust, dated July 9, 2013, <b>attached as Exhibit 12 of Major Deposition Transcript.</b>
FM-4	Transcript of Deposition of Mamta Scott, dated July 18, 2013.
FM-4A	Notice of Deposition of U.S. Bank National Association, dated June 12, 2013, <b>attached as Exhibit 1 of Scott Deposition Transcript.</b>
FM-4B	Notice of Hearing on Debtors' Motion Pursuant to Fed.R.Bankr.P. 9019 for

<b><u>EXHIBIT</u></b>	<b><u>DESCRIPTION</u></b>
	Approval of the Settlement Agreement Among the Debtors, FGIC, the FGIC Trustees and the Institutional Investors, dated June 7, 2013, <b>attached as Exhibit 2 of Scott Deposition Transcript.</b>
FM-4C	Order Granting Debtors' Motion Pursuant to Fed.R.Bankr.P. 9019 for Approval of the Settlement Agreement Among the Debtors, FGIC, the Trustees and the Institutional Investors, filed June 7, 2013, <b>attached as Exhibit 3 of Scott Deposition Transcript.</b>
FM-4D	Arlene Alves Email to Mamta Scott, et al. Duff's analysis of FGIC proposal, dated May 8, 2013, <b>attached as Exhibit 4 of Scott Deposition Transcript.</b>
FM-4E	Declaration of Mamta K. Scott as Officer of U.S. Bank, as RMBS Trustee, dated June 10, 2013, <b>attached as Exhibit 5 of Scott Deposition Transcript.</b>
FM-4F	Residential Capital, LLC FGIC Commutation Proposal Discussion Materials by Duff & Phelps, dated May 15, 2013, <b>attached as Exhibit 6 of Scott Deposition Transcript.</b>
FM-4G	Settlement Agreement entered into by Residential Capital, LLC, dated May 23, 2013, <b>attached as Exhibit 7 of Scott Deposition Transcript.</b>
FM-4H	Mamta Scott Email to David Gelfarb regarding response as to ResCap commutation trust payment, dated July 10, 2013, <b>attached as Exhibit 8 of Scott Deposition Transcript.</b>
FM-4I	Tranche Summary Chart, dated June 25, 2013, <b>attached as Exhibit 9 of Scott Deposition Transcript</b>
FM-4J	Residential Capital, LLC FGIC Commutation Proposal Discussion Materials — Draft-Subject to Change by Duff & Phelps, dated May 2013, <b>attached as Exhibit 10 of Scott Deposition Transcript.</b>
FM-5	Transcript of Deposition of Allen M. Pfeiffer, dated July 24, 2013.
FM-5A	Expert Report of Allen M. Pfeiffer, dated July 19, 2013, <b>attached as Exhibit 1 of Pfeiffer Deposition Transcript.</b>
FM-5B	Alice Chong Email to Tim Travers regarding Diligence List, dated April 1, 2013, <b>attached as Exhibit 2 of Pfeiffer Deposition Transcript.</b>
FM-5C	FGIC/ResCap/Trusts Settlement Chart, dated March 26, 2013, <b>attached as Exhibit 3 of Pfeiffer Deposition Transcript.</b>
FM-5D	Celebrity Cruises, Inc. v. Essef Corp., et al., 434 F.Supp.2d 169 (U.S. Dist. Ct, SDNY 2006) (Westlaw Case Law), <b>attached as Exhibit 4 of Pfeiffer Deposition Transcript.</b>
FM-5E	FGIC Statutory-Basis Financial Statements, dated March 31, 2013, <b>attached as Exhibit 5 of Pfeiffer Deposition Transcript.</b>
FM-5F	Expert Witness Report of Charles R. Goldstein, Pursuant to Fed. R. Civ. P. Rule 26(a)(2), dated July 19, 2013, <b>attached as Exhibit 6 of Pfeiffer Deposition Transcript.</b>
FM-5G	Residential Capital, LLC FGIC Commutation Proposal Discussion Materials — Draft-Subject to Change by Duff & Phelps, dated May 2013, <b>attached as Exhibit 7 of Pfeiffer Deposition Transcript.</b>
FM-6	Transcript of Deposition of S. P. Kothari, Ph. D., dated July 26, 2013.

<u><b>EXHIBIT</b></u>	<u><b>DESCRIPTION</b></u>
FM-6A	Expert Report of S. P. Kothari, Ph. D, dated July 19, 2013, <b>attached as Exhibit 1 of Kothari Deposition Transcript.</b>
FM-6B	Residential Capital, LLC FGIC Commutation Proposal Discussion Materials by Duff & Phelps, dated May 15, 2013, <b>attached as Exhibit 2 of Kothari Deposition Transcript.</b>
FM-6C	Expert Report of S. P. Kothari, Ph. D, dated July 19, 2013, <b>attached as Exhibit 3 of Kothari Deposition Transcript.</b>
FM-6D	FGIC Statutory-Basis Financial Statements, dated March 31, 2013, <b>attached as Exhibit 4 of Kothari Deposition Transcript.</b>
FM-6E	ResCap Rehabilitation Base Scenario Chart, dated <b>attached as Exhibit 5 of Kothari Deposition Transcript.</b>
FM-7	Transcript of Deposition of Jeffrey Lipps, dated July 23, 2013 and all exhibits thereto.
FM-8	Transcript of Deposition of Lewis Kruger, dated July 11, 2013 and all exhibits thereto.
FM-9	Transcript of Deposition of Ron D'Vari, dated July 25, 2013 and all exhibits thereto.
FM-10	FGIC Policy Level Claim and Reimbursement History.
FM-11	FGIC Rehabilitation Plan as approved on June 11, 2013, and all prior drafts and versions.
FM-12	The Governing Documents (as defined in Freddie Mac's objection to the Debtors' 9019 Motion).
FM-13	All Exhibits to Freddie Mac's Objection to the Debtors' 9019 Motion

Dated: July 31, 2013

Respectfully submitted,

**MOSS & KALISH, PLLC**

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